

STATE OF MINNESOTA  
OFFICE OF ADMINISTRATIVE HEARINGS  
FOR THE PUBLIC UTILITIES COMMISSION

In the Matter of the Joint Petition of Qwest Communications International, Inc., Qwest Corporation, Qwest LD Corp. and Qwest Communications Company LLC and CenturyTel, Inc., SB44 Acquisition Company, CenturyTel Holdings, Inc., and CenturyTel of the Northwest, Inc., CenturyTel of Minnesota, Inc. d/b/a CenturyLink, CenturyTel of Chester, Inc. d/b/a CenturyLink, CenturyTel of Northwest Wisconsin, LLC d/b/a CenturyLink, CenturyTel Acquisition LLC d/b/a CenturyLink Acquisition, CenturyTel Solutions, LLC d/b/a CenturyLink Solutions, CenturyTel Fiber Company II, LLC d/b/a LightCore, a CenturyLink Company, CenturyTel Long Distance, LLC d/b/a CenturyLink Long Distance, Embarq Corporation, Embarq Minnesota, Inc. d/b/a CenturyLink, and Embarq Communications, Inc. d/b/a CenturyLink Communications for Approval of Indirect Transfer of Control of Qwest Communications International, Inc., Qwest Corporation, Qwest Communications Company, LLC, and Qwest LD Corp.

**SECOND SUPPLEMENTAL  
PROTECTIVE ORDER  
APPLICABLE TO HSR  
DOCUMENTS 4, 10, 13, 15, 16,  
23, 33, 35 AND 36, AND THE  
FULLY-ENABLED COMPUTER  
SPREADSHEET SOUGHT BY  
CWA-4**

The purpose of this Second Supplemental Protective Order Applicable to HSR Documents 4, 10, 13, 15, 16, 23, 33, 35 and 36, and the Fully-Enabled Computer Spreadsheet Sought by CWA-4 ("Second Supplemental Order") is to facilitate the disclosure of certain documents and information, as discussed in the Order of the Administrative Law Judge issued on September 30, 2010, regarding the Joint Petitioners' Motion for Reconsideration ("the September 30 Order"). In the September 30 Order, the Administrative Law Judge determined that it was appropriate to grant in part the Joint Petitioners' Motion to Reconsider a prior ruling issued on September 21, 2010, and issue a separate protective order incorporating further restrictions on disclosure with respect to the particular documents at issue in that Order.

The June 15, 2010, Protective Order and September 21, 2010, Supplemental Protective Order remain in effect and continue to govern disclosure of all information

apart from the specific information to be produced under the September 30, 2010, Order that is designated as “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order.”

This Second Supplemental Order is limited in applicability to the specific documents identified below. The Parties may agree to handle information produced under other Information Requests in accordance with this Supplemental Protective Order.

**SUPPLEMENTAL PROVISIONS APPLICABLE TO HSR DOCUMENTS 4, 10, 13, 15, 16, 23, 33, 35 AND 36, AND THE FULLY-ENABLED COMPUTER SPREADSHEET SOUGHT BY CWA-4**

In accordance with the September 30 Order of the Administrative Law Judge, certain information that is to be produced by Joint Petitioners shall be afforded additional protection from disclosure. The following information is covered by this Second Supplemental Protective Order:

<b>Data</b>	<b>Date</b>	<b>Title</b>	<b>Description</b>
HSR #4	3/10/2010	Feb. 2010 Customer Profile and Churn Trends	Pages 9-11 of report containing retail customer data broken down by customer segment with churn data provided by product purchased, and discussing marketing and retention strategies as well as trending data for active Qwest customers
HSR #10	3/26/2010	Due Diligence Response No. 8	Document provided to Qwest during due diligence process regarding CenturyLink's broadband market share, penetration rates and go-to-market strategy for driving broadband penetration vs. the cable operator
HSR #13	4/1/2010	Wholesale Overview	Pages 7-9 of presentation containing carrier proprietary information and other data regarding marketing plans, product development, pending sales, and trends in the Wholesale marketplace

HSR #15	4/1/2010	2010-2013 Long Range Plan Review	Pages 8, 10, 13-18, 20-21, 23, 30, 35, and 42-47 of analysis of CenturyLink's Long Range Plan containing data regarding marketing plans, product development, and trends in the Consumer, Mass Markets, IPTV, Enterprise, and Wholesale markets
HSR #16	3/23/2010	Operations Review	14 pages <sup>1</sup> of the presentation containing data regarding CenturyLink's operating models and marketing plans in the Consumer, Mass Market, and Enterprise markets; market launch data is included in the presentation for upcoming product rollouts.
HSR #23	4/15/2010	IPTV Quartz Review Sensitivities	Presentation containing data relating to the financial assumptions and projected market rollout of IPTV in various markets
HSR #33	4/21/2010	11 Markets Research Presentation	Market research survey commissioned by CenturyLink containing market data research regarding potential product offerings and customer preferences in various markets
HSR #35	4/1/2010	Due Diligence Response No. 150	Document provided to Qwest during due diligence process containing market projections and financial data regarding IPTV offering.
HSR #36	Undated	Consumer Sales Approach	Presentation containing go-to-market plans and information regarding CenturyTel's consumer sales strategy
Electronic version of spread-sheets			Fully enabled copies of computer spreadsheet models projecting future operating and financial prospects for the combined firms (requested in CWA Information Request No. 4)

<sup>1</sup> The pages of the presentation are not numbered. Joint Petitioners seek to redact three pages of the Consumer and Mass Market Overview, nine pages of the IPTV and MDU Overview; and two pages of the Enterprise Overview.

The Joint Petitioners shall designate such information as “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order.” The first page and individual pages of such documents must be marked with a stamp that reads:

“NON-PUBLIC DOCUMENT-HIGHLY SENSITIVE TRADE SECRET  
INFORMATION SUBJECT TO ADDITIONAL PROTECTION UNDER  
SECOND SUPPLEMENTAL PROTECTIVE ORDER-USE RESTRICTED  
PER THE SECOND SUPPLEMENTAL PROTECTIVE ORDER IN  
DOCKET NO. 10-456”

Placing a “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order” stamp on the first page of a document indicates only that one or more pages contain “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order” and will not serve to protect the entire contents of a multi-page document. Each page that contains “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order” must be marked separately to indicate “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order,” even where that information has been redacted. The un-redacted versions of each page containing “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order” and provided under seal, should be submitted on paper distinct in color from non-confidential information and “Trade Secret Information” or “Highly Sensitive Trade Secret Information” described in Sections 1 and 3 of the June 15, 2010, Protective Order, or “Highly Sensitive Trade Secret Information Subject to Additional Protection” described in the September 21, 2010, Supplemental Protective Order. Documents designated “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order” shall be eFiled in accordance with the procedures described in the September 30 Order and the Fourth Prehearing Order issued on September 24, 2010.

Parties seeking disclosure of “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order” must designate the person(s) to whom they would like the “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order” disclosed in advance of disclosure by the providing party. Such designation may occur through the submission of Exhibit “D” of this Second Supplemental Protective Order. The Exhibit “D” shall also describe in detail the job duties or responsibilities of the person being designated to see the “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order” and the person’s role in the proceeding.

Notwithstanding any provision to the contrary in the Protective Order issued on June 15, 2010, or the Supplemental Protective Order issued on September 21, 2010, the following provisions shall govern the disclosure of “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order:”

(1) The Communication Workers of America, an Intervenor in this proceeding, shall limit disclosure of materials designated as “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order” to its outside counsel and outside consultant, in accordance with its agreement to do so.

(2) All other private Intervenor in this proceeding, regardless of the size of their workforce, shall limit disclosure of “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order” to (a) a reasonable number of outside attorneys; (b) one outside consultant; and (c) one in-house employee who is not now involved, and will not for a period of two years involve himself or herself in strategic or competitive decision-making (including, but not limited to, the sale or marketing or pricing of products or services) with respect to which the documents or information may be relevant, by or on behalf of any company or business organization that competes, or potentially competes, with the Joint Petitioners.

Any party providing “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order” may object to the designation of any individual as a person who may review “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order.” Such objection shall be made in writing to counsel submitting the challenged individual’s Exhibit “D” within three (3) business days after receiving the challenged individual’s signed Exhibit “D.” Any such objection must demonstrate good cause to exclude the challenged individual from the review of the “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order.” Written response to any objection shall be made within three (3) business days after receipt of the objection. If, after receiving a written response to a party’s objection, the objecting party still objects to disclosure of “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order” to the challenged individual, the Commission or Administrative Law Judge shall determine whether “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order” must be disclosed to the challenged individual.

Copies of “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order” may be provided to the outside counsel, outside expert, and, where applicable, the in-house employee who have signed Exhibit “D.”

Persons authorized to review the “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order” will maintain the documents and any notes reflecting their contents in a secure location to which only designated counsel and experts have access. No additional copies will be made, except for use during hearings and then such disclosure and copies shall be subject to the provisions of Section 7 of the June 15, 2010, Protective Order. Any testimony or exhibits prepared that reflect “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order” must be maintained in the secure location until removed to the hearing room for production under seal. Unless specifically discussed in this section, all other sections of the June 15, 2010, Protective Order applicable to “Trade Secret” and “Highly Sensitive Trade Secret Information” also apply to “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order.”

The designation of any document or information as “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order” may be challenged by motion and the classification of the document or information as “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order” will be considered *in camera* by the Commission or Administrative Law Judge. The party contending that a document or information is “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order” bears the burden of proving that such designation is necessary.’

This Second Supplemental Protective Order shall continue in force and effect after these dockets are closed.

Date: September 30, 2010

\_\_\_\_\_/s/ Barbara L. Neilson\_\_\_\_\_  
BARBARA L. NEILSON  
Administrative Law Judge

STATE OF MINNESOTA  
BEFORE THE MINNESOTA PUBLIC UTILITIES COMMISSION

David Boyd  
J. Dennis O'Brien  
Thomas Pugh  
Phyllis Reha  
Betsy L. Wergin

Chair  
Commissioner  
Commissioner  
Commissioner  
Commissioner

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MPUC DOCKET NO.  
P-421, P-6237, P-5095,  
P-551, P-509, P-563, P-  
5971, P-6258, P-5732, P-  
6478, P-430/PA-10-456

**EXHIBIT "D"**  
**NONDISCLOSURE AGREEMENT FOR "HIGHLY SENSITIVE TRADE SECRET  
INFORMATION SUBJECT TO ADDITIONAL PROTECTION UNDER SECOND  
SUPPLEMENTAL PROTECTIVE ORDER" PRODUCED IN ACCORDANCE WITH  
SEPTEMBER 30, 2010, ORDER REGARDING JOINT PETITIONERS' MOTION FOR  
RECONSIDERATION**

I have read the foregoing Second Supplemental Protective Order Applicable to HSR Documents 4, 10, 13, 15, 16, 23, 33, 35 and 36, and the Fully-Enabled Computer Spreadsheet sought by CWA-4 dated September 30, 2010, in Docket No. 10-456 and understand the terms thereof and agree to be bound by all such terms. Without limiting the generality of the foregoing, I agree not to disclose to any person or entity not authorized to receive materials designated "NON-PUBLIC DOCUMENT-HIGHLY

SENSITIVE TRADE SECRET INFORMATION SUBJECT TO ADDITIONAL PROTECTION UNDER SECOND SUPPLEMENTAL PROTECTIVE ORDER-USE RESTRICTED PER THE SECOND SUPPLEMENTAL PROTECTIVE ORDER IN DOCKET NO. 10-456" under the terms of said Second Supplemental Protective Order, or any copies or extracts of information derived thereof, which have been disclosed to me. I further agree to maintain any such materials in a secure location and use any such materials disclosed to me solely for the purpose of this proceeding and for no other purpose.

I hereby submit myself to the jurisdiction of the Office of Administrative Hearings in Minnesota and the Minnesota Public Utilities Commission for the purpose of enforcing said Second Supplemental Protective Order.

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Name

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Employer

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Job Title and Job Description

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Business Address

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Party

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Signature

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Date